

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

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INTERNATIONAL TELEX: 820976

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RECORDATION NO. 9218-A
MAR 28 1978 1 06 PM
FILED & RECORDED

INTERNATIONAL COMMERCE COMMISSION

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CABLE ADDRESSES
CRAVATH, N.Y.
CRAVATH, PARIS
CRAVATH, LONDON E.C.2

March 28, 1978

Release and Assignment
of Conditional Sale Agreement
dated January 20, 1978, between

FMC Corporation and Itel Corporation, Rail Division,
recorded with the ICC on January 26, 1978,
Recordation No. 9218

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is a Release and Assignment acknowledged on March 28, 1978, from

FMC CORPORATION
200 East Randolph Drive
Chicago, Illinois 60601

to

ITEL CORPORATION, RAIL DIVISION
Two Embarcadero Center
San Francisco, California 94111.

The enclosed Release and Assignment effects assignment of the Conditional Sale Agreement referenced in the heading of this letter. The railroad equipment covered by such Conditional Sale Agreement and the enclosed Release and

RECEIVED
MAR 28 1 06 PM '78
CERTIFICATION UNIT

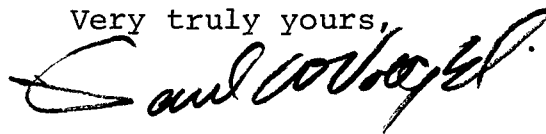
Handwritten signatures:
C. Cravath
John F. Hunt

Assignment is described as follows:

150 70-ton, 50'6", baxcars (AAR Mechanical Designation XM), bearing the identifying numbers ALM 1000 to ALM 1149, both inclusive.

Six copies of the Release and Assignment and an extra copy of this letter are enclosed. A check in the amount of \$50 which includes the \$10 filing fee for this filing as well as the filing fees for the other filings submitted herewith is being submitted under separate cover. Please stamp the five extra copies of the Release and Assignment and the extra copy of this letter and return them to the delivering messenger who will wait.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Paul W. Voegeli", written in a cursive style.

Paul W. Voegeli

The Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

41A

RELEASE AND ASSIGNMENT

RECORDATION NO. 9218-A Filed & Recorded

MAR 28 1978 - 1 PM

INTERSTATE COMMERCE COMMISSION

In consideration of \$5,955,718.50 and other valuable consideration, FMC Corporation, a Delaware corporation (the "Builder"), the Builder under a conditional sale agreement (the "Conditional Sale Agreement") with IteI Corporation, Rail Division, a Delaware corporation ("IteI"), dated 20 January 1978 and recorded on 26 January 1978 with the Interstate Commerce Commission as recordation #9218, hereby releases and discharges IteI from any and all liability or other obligation which IteI may have under the Conditional Sale Agreement. Further, the Builder hereby assigns to IteI all of the Builder's right, title, and interest in and to 150 60 foot 10 inch 100 ton general service boxcars, numbers ALM-1000 through and including ALM-1149, which cars are covered by the Conditional Sale Agreement.

FMC CORPORATION

By: Daniel C. Smith

Vice President

[SEAL]

ATTEST:

R. L. Day
Assistant Secretary

STATE OF ILLINOIS
COUNTY OF C O O K, SS:

On 28 March 1978, before me personally appeared Daniel C. Smith to me personally known, who being by me duly sworn, says that he is the Vice President of FMC Corporation, that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

Karen Nelson
Notary Public

My Commission Expires September 23, 1979